

**FORM OF RESOLUTIONS TO BE PROPOSED AT THE  
ANNUAL GENERAL SHAREHOLDERS' MEETING OF EXCEET GROUP SE  
TO BE HELD ON 6 MAY 2015 AT 12:00 (NOON) CEST**

**AGENDA**

1. Presentation of the report of the independent auditor on annual accounts to the annual general meeting for the financial year ended on 31 December 2014;
2. Approval of the annual accounts for the financial year ended on 31 December 2014;
3. Allocation of the result;
4. Presentation of the management report issued by the board of directors and the report of the independent auditor on consolidated accounts to the annual general meeting for the financial year ended on 31 December 2014;
5. Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2014;
6. Discharge to be granted to the members of the board of directors;
7. Approval and, to the extent necessary, ratification of the remuneration of the board of directors and the executive officers for the financial year ended on 31 December 2014 and for the financial year ending on 31 December 2015;
8. Renewal of the mandate of PricewaterhouseCoopers, *société cooperative*, Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company for the financial year ending on 31 December 2015;
9. Miscellaneous.

## **RESOLUTIONS**

### **First resolution**

The general meeting of shareholders listens to the presentation of the chairman of the meeting with respect to the report of the independent auditor.

The presentation is followed by questions from the shareholders answered by the chairman of the meeting.

### **Second resolution**

The general meeting of shareholders resolves to approve the annual accounts for the financial year ended on 31 December 2014.

### **Third resolution**

The general meeting of shareholders resolves to carry the gain of EUR 1,856,398.67 (one million eight hundred thousand fifty six and three hundred ninety eight euros and sixty seven cents. for the financial year ended on 31 December 2014 forward to the following financial years.

### **Fourth resolution**

The general meeting of shareholders listens to the presentation of the chairman of the meeting including to the management report issued by the board of directors with respect to the annual and consolidated accounts, the report of the independent auditor with respect to the consolidated accounts and the consolidated accounts for the financial year ended on 31 December 2014. The report of the independent auditor is presented. The board of directors presents the management report regarding the consolidated accounts. [The presentation is followed by questions from the shareholders answered by the chairman of the meeting.]

### **Fifth resolution**

The general meeting of shareholders resolves to approve the consolidated accounts for the financial year ended on 31 December 2014.

### **Sixth resolution**

The general meeting resolves to grant discharge to the members of the board of directors for the exercise of their mandates during the financial year ended on 31 December 2014.

### **Seventh resolution**

The chairman presents the remuneration principles for the board of directors and the executive committee.

Such principles include (i) - in addition to a fixed remuneration – a variable remuneration for excelling performance with respect to the results of the Company for the management committee or any of its members, as well as (ii) a fixed remuneration for a committee seat and/or board seat.

In accordance with these principles, an aggregate amount of eight hundred twenty six thousand Swiss Francs (CHF 826'000) excl. social security cost has been granted as bonus for the management committee and/or any of its members for the financial year ended on 31 December 2014.

Furthermore, a fixed remuneration in an aggregate amount of one hundred thirty three thousand three hundred thirty-two euro (EUR 133'332) was paid for board and/or committee membership.

The chairman suggests to pay one hundred fifty thousand euro (EUR 150'000) as fixed remuneration for board and/or committee membership for the financial year ending on 31 December 2015 and using the same remuneration principles for the management committee and/or any of its members for the financial year ending on 31 December 2015.

The general meeting of shareholders resolves to approve and, to the extent necessary, ratify the remuneration of the board of directors and the management committee for the financial year ended on 31 December 2014 and for the financial year ending on 31 December 2015 on this basis.

### **Eighth Resolution**

The general meeting of shareholders resolves to renew the mandate of PricewaterhouseCoopers, société cooperative, having its registered office at 2, rue Gerhard Mercator, B.P. 1443, L-1014 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 65477, as independent auditor (réviseur d'entreprises agréé) of the Company for a term ending on the date on which the general meeting of shareholders resolves upon the approval of the Company's financial statements for the financial year ending on 31 December 2014.